

RECORDATION NO. 21048-E
MAR 11 '08 -11 04 AM
SURFACE TRANSPORTATION BOARD

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March 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Second Notice of Renumbering, dated as of February 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment and the First Notice of Renumbering previously filed with the Board under Recordation Numbers 21048 and 21048-C, respectively.

The name and address of the party to the enclosed document are:

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

[Lessor: CN 1997 Statutory Trust
c/o U.S. Bank National Association
225 Franklin Street
Boston, MA 02110]

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A description of the railroad equipment covered by the enclosed document is:

40 out of 50 locomotives originally marked within the series GCFX 6030 – GCFX 6079 are re-marked WC and renumbered within the series 6900 - 6949. The remaining 10 locomotives bearing GCFX reporting marks and road numbers are not changed as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Second Notice of Renumbering.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 21048-E FILED

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SURFACE TRANSPORTATION BOARD

SECOND NOTICE OF RENUMBERING

dated as of February 29, 2008.

WHEREAS, First Security Bank, N.A. (now known as *Wells Fargo Bank Northwest, N.A.*) as security trustee and CN 1997 Statutory Trust (a Connecticut statutory trust with State Street Bank and Trust Company of Connecticut, National Association (predecessor to *U.S. Bank National Association*) as owner-trustee) as owner ("Owner") entered into an Equipment Trust Agreement dated as of October 15, 1997, as amended, (the "Equipment Trust") covering fifty (50) SD40-3 diesel-electric locomotives (the "Equipment");

WHEREAS, Owner as lessor and Canadian National Railway Company as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of October 15, 1997, as amended and supplemented, (the "Lease"), covering the Equipment;


WHEREAS, evidence of the Equipment Trust and the Lease were initially recorded with: (i) the Surface Transportation Board (the "STB") on December 9, 1997 under primary recordation numbers 21049 and 21048, respectively; and (ii) the Office of the Registrar General of Canada (the "RGC") on December 10, 1997; and

WHEREAS, Lessee executed a First Notice of Renumbering dated as of July 14, 2003 which was recorded with: (i) the STB on July 22, 2003 with secondary recordation numbers 21048-C and 21049-B; and (ii) the RGC on July 17, 2003.

NOW THEREFORE, TAKE NOTICE THAT, as of the date hereof, the Equipment bears the marks and numbers as set forth on Schedule A attached hereto and made a part hereof.

IN WITNESS WHEREOF, this Second Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the date hereof (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this instrument was the free act and deed of its corporation).

**CANADIAN NATIONAL RAILWAY
COMPANY** as lessee

By: 
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance

Schedule A to Second Notice of Renumbering

Original		Current	
<u>Mark and Number</u>		<u>Mark and Number</u>	
GCFX	6030	WC	6900
GCFX	6031	WC	6901
GCFX	6032	WC	6902
GCFX	6033	WC	6903
GCFX	6034	WC	6904
GCFX	6035	WC	6905
GCFX	6036	WC	6906
GCFX	6037	WC	6907
GCFX	6038	WC	6908
GCFX	6039	WC	6909
GCFX	6040	WC	6910
GCFX	6041	WC	6911
GCFX	6042	GCFX	6042
GCFX	6043	WC	6913
GCFX	6044	WC	6914
GCFX	6045	WC	6915
GCFX	6046	WC	6916
GCFX	6047	WC	6917
GCFX	6048	WC	6918
GCFX	6049	WC	6919
GCFX	6050	WC	6920
GCFX	6051	GCFX	6051
GCFX	6052	WC	6922
GCFX	6053	WC	6923
GCFX	6054	WC	6924
GCFX	6055	WC	6925
GCFX	6056	WC	6926
GCFX	6057	GCFX	6057
GCFX	6058	WC	6928
GCFX	6059	GCFX	6059
GCFX	6060	WC	6930
GCFX	6061	WC	6931
GCFX	6062	GCFX	6062
GCFX	6063	WC	6933
GCFX	6064	WC	6934

Original		Current	
<u>Mark and Number</u>		<u>Mark and Number</u>	
GCFX	6065	WC	6935
GCFX	6066	WC	6936
GCFX	6067	GCFX	6067
GCFX	6068	GCFX	6068
GCFX	6069	WC	6939
GCFX	6070	WC	6940
GCFX	6071	WC	6941
GCFX	6072	GCFX	6072
GCFX	6073	WC	6943
GCFX	6074	WC	6944
GCFX	6075	WC	6945
GCFX	6076	GCFX	6076
GCFX	6077	GCFX	6077
GCFX	6078	WC	6948
GCFX	6079	WC	6949